

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Ref Nos.: 26154, 26155, 26270, 26289

**SUPPLEMENTAL NOTICE OF APPEAL**

On February 14, 2011, certain lenders under the Prepetition Bank Credit Facilities<sup>1</sup> (the “Bank Lender Group”),<sup>2</sup> by their undersigned counsel, filed a Notice of Appeal [Dkt. No. 26270] to the United States District Court for the District of Delaware from the (i) Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Recommended Supplemental Findings of Fact and Conclusions of Law (the “Memorandum Opinion”) [Dkt. No. 26154] and (ii) Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of

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<sup>1</sup> The Prepetition Bank Credit Facilities include (i) that certain Credit Agreement, dated May 14, 1998, among the W.R. Grace & Co. (the “Company”), W.R. Grace & Co.-Conn, The Chase Manhattan Bank, as Administrative Agent, Chase Securities Inc., as arranger, and certain Banks party thereto (the “1998 Credit Agreement”), and (ii) that certain 364-Day Credit Agreement, dated May 5, 1999, among the Company, W.R. Grace & Co.-Conn, Bank of America National Trust Savings Assoc., as documentation agent, The Chase Manhattan Bank, as administrative agent, Chase Securities Inc., as book manager, and certain Banks party thereto (as amended, the “1999 Credit Agreement”, together with the 1998 Credit Agreement, the “Credit Agreements”). The Administrative Agent under the Credit Agreements submitted proofs of claim nos. 9159 and 9168 dated March 27, 2003 for amounts owed on account of the Credit Agreements.

<sup>2</sup> The Bank Lender Group includes (i) Anchorage Advisors, LLC; (ii) Archer Capital Management, L.P.; (iii) Babson Capital Management LLC; (iv) Bank of America, N.A.; (v) Bass Companies; (vi) Caspian Capital Advisors, LLC; (vii) Catalyst Investment Management Co., LLC; (viii) Farallon Capital Management LLC; (ix) Halcyon Asset Management LLC; (x) Intermarket Corp.; (xi) JP Morgan Chase, N.A. Credit Trading Group; (xii) Loeb Partners Corporation; (xiii) MSD Capital, L.P.; (xiv) Normandy Hill Capital, L.P.; (xv) Onex Debt Opportunity Fund Ltd.; (xvi) P. Schoenfeld Asset Management, LLC; (xvii) Royal Bank of Scotland, PLC; (xviii) Visium Asset Management, L.P.; and (xix) York Capital Management Global Advisors LLC.

Reorganization as Modified Through December 23, 2010 (the “Recommended Findings and Conclusions”) [Dkt. No. 26155], which are each dated as of January 31, 2011.

On February 15, 2011, the Bankruptcy Court entered the Order Clarifying Memorandum Opinion and Order Confirming Joint Plan as Amended Through December 23, 2010 (the “Clarifying Memorandum Opinion and Order”) [Dkt. No. 26289], a copy of which is attached hereto as Exhibit A, which amended certain aspects of the Memorandum Opinion and Recommended Findings and Conclusions. As a result of the entry of the Clarifying Memorandum Opinion and Order, the Bank Lender Group files this Supplemental Notice of Appeal to include, in connection with its appeal from the Memorandum Opinion and Recommended Findings and Conclusions, its appeal from the Clarifying Memorandum Opinion and Order.

The names of all parties to the opinions and orders being appealed and the names, addresses, and telephone numbers of their respective attorneys are as follows:

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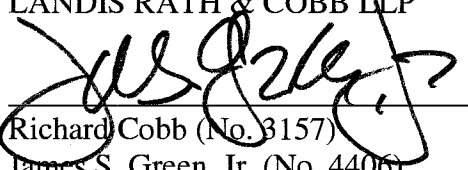
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